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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 1991

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to ___

BEST COPY AVAILABLE

Commission file number 33-11146-NY

CAPITAL VENTURES INC. (DE)
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)		13-3357841 (I.R.S. Employer Identification Number)
2519 North Hayden Island Dr. Portland, Oregon (Address of Principal Executive Offices)		97217 (Zip Code)

PROCESSED BY
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JUN 12 1992

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Registrant's Telephone Number: (503) 285-2400

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

_____ Yes ___X___ No

Indicate the number of shares outstanding of each of the Issuer's classes of common stock as of the latest practicable date:

Common, $.0001 par value: 5,237,000
outstanding as of May 15, 1992

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Capital Ventures Inc.

June 30, 1991

The financial information herein is unaudited. However, in the opinion of management, such information reflects all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the period being reported. Additionally, it should be noted that the accompanying condensed financial statements do not purport to be complete disclosures in conformity with generally accepted accounting principles.

The results of operations for the six months ended June 30, 1991 are not necessarily indicative of the results of operations that may be expected for the full fiscal year ended December 31, 1991.

These condensed statements should be read in conjunction with the Company's financial statements for the year ended December 31, 1990.

CAPITAL VENTURES INC.
BALANCE SHEET
JUNE 30, 1991

ASSETS

CURRENT ASSETS		
Cash	$ 19,270	
TOTAL CURRENT ASSETS		$ 19,270
TOTAL ASSETS		$ 19,270

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
TOTAL CURRENT LIABILITIES		0
STOCKHOLDERS' EQUITY		
Common stock, $.0001 par value, 80,000,00 shares authorized, 5,587,000 shares issued and outstanding	$ 559	
Additional paid in capital	110,833	
Accumulated Deficit	(92,122)	
TOTAL STOCKHOLDERS' EQUITY		$ 19,270
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		$ 19,270

CAPITAL VENTURES INC.
BALANCE SHEET
DECMEBER 31, 1990

ASSETS

CURRENT ASSETS		
Cash	$ 25,000	
TOTAL CURRENT ASSETS		$ 25,000
TOTAL ASSETS		$ 25,000

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES		
TOTAL CURRENT LIABILITIES		NONE
STOCKHOLDERS' EQUITY		
Common stock, $.0001 par value, 80,000,00 shares authorized, 5,587,000 shares issued and outstanding	$ 559	
Additional paid in capital	110,832	
Accumulated Deficit	(86,391)	
TOTAL STOCKHOLDERS' EQUITY		25,000
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		$25,000

CAPITAL VENTURES INC.
STATEMENT OF OPERATIONS

	QUARTER ENDED 6/30/91	QUARTER ENDED 6/30/90	SIX MONTHS ENDED 6/30/91	SIX MONTHS ENDED 6/30/90
Revenues	0	0	0	0
Expenses	$ 2,124	$ 4,319	$ 6,124	$ 10,659
Net (Loss) From Operations	$ (2,124)	$ (4,319)	$ (6,124)	$ (10,659)
Other Income: Interest	210	0	394	0
Net (Loss)	$ (1,914)	$ (4,319)	$ (5,730)	$ (10,659)
Net (Loss) Per Share	$ 0	$ 0	$ 0	$ 0
Average Number of Shares Outstanding	5,587,000	20,587,000	5,587,000	20,587,000

CAPTIAL VENTURES INC.
STATEMENT OF CASH FLOWS

	QUARTER ENDED 6/30/91	QUARTER ENDED 6/30/90	SIX MONTHS ENDED 6/30/91	SIX MONTHS ENDED 6/30/90
Cash flows from operating activities:				
Net (Loss)	$ (1,914)	$ (4,319)	$ (5,730)	$ (10,659)
Adjustment to reconcile net income to net cash provided by operating activities:	-	-	-	-
Net cash used by operating activities	$ (1,914)	$ (4,319)	$ (5,730)	$ (10,659)
Cash flows from investing activities: collection of intercompany receivable				$ 10,000
Net cash provided by investing activities				$ 10,000
Net increas (decrease) in cash	$ (1,914)	$ (4,319)	$ (5,730)	$ (659)
Cash at beginning of period	21,184	8,175	25,000	4,515
Cash at end of period	$ 19,270	$ 3,856	$ 19,270	$ 3,856

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

The Company, incorporated in the State of Delaware in August 1986, was organized primarily for the purpose of creating a corporate vehicle to seek, investigate and acquire an interest in business opportunities. In August 1987, the Company completed a public offering of 1,500,000 Units at $.10 per Unit. In December 1987, the Company entered into a stock exchange transaction with the shareholders of Starrett Trading, Inc., a New York corporation ("Starrett"), pursuant to which the Company acquired all of the issued and outstanding shares of capital stock of Starrett in exchange for 15,000,000 shares of Common Stock of the Company (the "1987 Agreement"). As a result, Starrett became a wholly-owned subsidiary of the Company.

During the latter part of 1990, the Company determined that it would be in its best interests and the best interests of its unaffiliated shareholders for the Company to discontinue its operations as conducted through Starrett. As a result, in December 1990, the Company transferred all of the issued and outstanding shares of capital stock of Starrett in exchange for 12,000,000 shares of Common Stock of the Company acquired pursuant to the 1987 Agreement. The balance of 3,000,000 shares originally issued pursuant to the 1987 Agreement was returned to the Company prior thereto in 1990. In addition, as a result of the foregoing transaction, the Company was left with $25,000 in cash and no liabilities of any kind.

Accordingly, as of December 1990, the Company is no longer involved in the business of Starrett in any capacity. Insofar that Starrett was at the time the only business of the Company, the Company has since been seeking to acquire another business opportunity. In May 1992, the Company signed a Letter of Intent to acquire Hi-Tech Computer Products, Inc., a Florida corporation ("Hi-Tech") which is engaged primarily in the business of selling, distributing and servicing new and refurbished computer equipment. Such transaction with Hi-Tech has not been consummated to date and no assurance can be given that such transaction will, in fact, ever be completed.

Liquidity and Capital Resources

As of June 30, 1991, the Company had working capital of $19,270 and stockholders' equity of $19,270.

Management is currently seeking to acquire another business opportunity. In connection therewith, and as mentioned above, the Company recently entered into a Letter of Intent. In this regard, there can be no assurance that the transaction

contemplated thereby will be consummated, or if consummated, that such business venture will be successful.

Results of Operations

During the six months ended June 30, 1991, the Company had no revenues compared to no revenues during the six months ended June 30, 1990. The Company had interest income of $394 for the six months ended June 30, 1991 compared to no interest income for the six months ended June 30, 1990.

Operating expenses for the six months ended June 30, 1991 were $6,124 compared to expenses of $10,659 for the six months ended June 30, 1990.

The Company incurred a net loss of $5,730 for the six months ended June 30, 1991 compared to a net loss of $10,659 for the six months ended June 30, 1990.

The information reflected herein does not include the operations of Starrett which was a wholly-owned subsidiary of the Company from December 1987 through December 1990.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Changes in Securities

None

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

None

(b) Reports on Form 8-K

None

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPITAL VENTURES INC.
(Registrant)

Dated: 6/5/92

By: _____
Martin Rifkin, President

Dated: 6/5/92

By: _____
Martin Rifkin, Principal
Financial Officer